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*Attorneys for Guggenheim Portfolio
Company XXXI, LLC*

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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IN RE: TRIBUNE COMPANY FRAUDULENT	:
CONVEYANCE LITIGATION	:
	:
	: Case No. 11-md-2296 (WHP)
	:
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THIS DOCUMENT RELATES TO	:
	:
The following Consolidated Actions:	: <u>[PROPOSED] ORDER</u>
	:
Deutsche Bank Trust Company Americas, et al. v.	:
Cantor Fitzgerald & Co. et al.	:
11 CIV 4900	:
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This _____ day of _____, 2013,

The Court having considered the motion seeking leave, pursuant to Local Rule 1.4, for Michael S. Doluisio, Alexander R. Bilus, and Scott C. Kessenick of Dechert LLP to withdraw as counsel for Guggenheim Portfolio Company XXXI, LLC in the above-referenced action,

And it appearing to the Court that the relief requested is appropriate,

IT IS HEREBY ORDERED that Michael S. Doluisio, Alexander R. Bilus, and Scott C. Kessenick of Dechert LLP are granted leave to withdraw from their representation of Guggenheim Portfolio Company XXXI, LLC in this action and that such withdrawal is effective immediately.

U.S.D.J.

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE: TRIBUNE COMPANY FRAUDULENT
CONVEYANCE LITIGATION

Case No. 11-md-2296 (WHP)

THIS DOCUMENT RELATES TO

The following Consolidated Actions:

Deutsche Bank Trust Company Americas, et al. v.
Cantor Fitzgerald & Co. et al.
11 CIV 4900.

**AFFIDAVIT IN SUPPORT OF
WITHDRAWAL OF COUNSEL
PURSUANT TO LOCAL CIVIL
RULE 1.4**

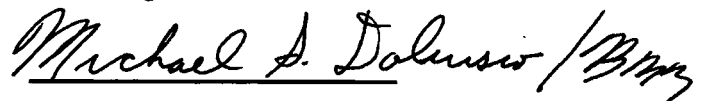
Michael S. Doluisio declares under penalties of perjury pursuant to 28 U.S.C. § 1746 as
s:

1. I am an attorney associated with the law firm Dechert LLP, attorneys for Guggenheim Portfolio Company XXXI, LLC in the above-referenced action. As such, I am fully familiar with the facts and circumstances I describe below. I submit this declaration in support of the motion for an order allowing me to withdraw as counsel.
2. Dechert LLP no longer represents Guggenheim Portfolio Company XXXI, LLC in the above-referenced action.
3. David K. Momborquette and Kristie M. Blase of Schulte Roth & Zabel LLP recently entered their appearances as counsel of record for Guggenheim Portfolio Company XXXI, LLC.
4. My withdrawal will have no adverse impact on Guggenheim Portfolio Company XXXI, LLC which is now represented by attorneys at Schulte Roth & Zabel LLP.

5. For the foregoing reasons, I respectfully request leave to withdrawal as counsel of record for Guggenheim Portfolio Company XXXI, LLC in this action.

Dated: February 11, 2013
Philadelphia, Pennsylvania

DECHERT LLP

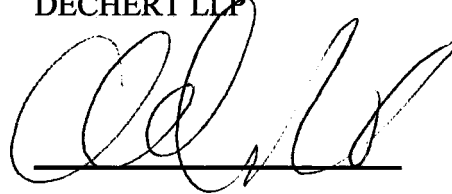
A handwritten signature in black ink, reading "Michael S. Doluisio" followed by a stylized flourish or date "3/11/13". The signature is written over a horizontal line.

Michael S. Doluisio
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5. For the foregoing reasons, I respectfully request leave to withdrawal as counsel of record for Guggenheim Portfolio Company XXXI, LLC in this action.

Dated: February 11, 2013
Philadelphia, Pennsylvania

DECHERT LLP



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X

Scott C. Kessenick declares under penalties of perjury pursuant to 28 U.S.C. § 1746 as

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Dated: February 11, 2013
New York, New York

DECHERT LLP

Scott C. Kessenick /BMM

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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE: TRIBUNE COMPANY FRAUDULENT
CONVEYANCE LITIGATION

Case No. 11-md-2296 (WHP)

THIS DOCUMENT RELATES TO

The following Consolidated Actions:

CERTIFICATE OF SERVICE

Deutsche Bank Trust Company Americas, et al. v.
Cantor Fitzgerald & Co. et al.
11 CIV 4900.

I, Michael S. Doluisio, hereby certify that on this day, a true and correct copy of the foregoing Notice of Motion of Withdrawal of Counsel and the accompanying Affidavits In Support Of Substitution of Counsel Pursuant to Local Civil Rule 1.4 were served by using the Court's CM/ECF System which sent an Electronic Notice to all counsel of record.

Dated: February 11, 2013
Philadelphia, Pennsylvania

DECHERT LLP

Michael J. Dolan / 3/7/22

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